

**BOIES, SCHILLER & FLEXNER LLP**

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April 13, 2010

BY E-MAIL AND BY HAND

Tracy V. Schaffer, Esq.  
Jones Day  
222 East 41st Street  
New York, NY 10017

*In re Lehman Brothers Holdings Inc., et al.*, Case No. 08-13555 (JMP)

Dear Tracy:

Enclosed on disc are transcripts of depositions with blocked testimony that Barclays has designated. We also enclose Barclays' list of the individuals Barclays may call as witnesses during the evidentiary hearing either in person or by deposition designation.

Barclays reserves its right to counter-designate additional deposition testimony in response to the testimony designated by the Movants and also reserves its right to designate the testimony of the Movants' expert witnesses and any testimony of fact witnesses whose depositions have not yet been taken.

We expect that the witness list may be reduced substantially depending on the witnesses that the Movants plan to call and by the reduction of fact issues through stipulated core facts. We expect to be able to send you a proposed stipulation by tomorrow or Thursday.

Finally, we have included a supplement to our Exhibit List and ask that Movants supplement as soon as they have additions to their list.

Very truly yours,

  
Jack G. Stern

JGS:ck

cc: James C. Teece, Esq. (By Email and By-Hand, with Enclosures)  
William R. Maguire, Esq. (By Email and By-Hand, with Enclosures)

BCI Exhibit No.	DESCRIPTION
638	Excerpts of December 15, 2009 Movants' Statement of Undisputed Material Facts
639	Resume of James W. Giddens from Hughes Hubbard & Reed Website
640	Resume of James B. Kobak, Jr. from Hughes Hubbard & Reed Website
641	September 25, 2008 2:16 pm email from A. Blackwell to M. Forrest, et al. re Bar Cap Remaining \$1.1bn of Value from the Purchase agreement (BCI-EX-(S)- 00004168)
642	September 22, 2008 5:22 am email from R. Messineo to M. Ford re Pls print out the two attachms, with attachments (WGM-LEHMAN-E 00013390 – 00013411)
643	September 25, 2008 3:35 pm email from M. Forrest to P. Tonucci, et al., re Bar Cap Remaining \$1billion, with attachment (BCI-EX-(S)-00004184 – 00004185) [Attachments truncated]
645	February 2, 2010 Declaration of Robert L. Messineo
646	Chart of OCC accounts from Sept. 15, 2008 through Oct. 31, 2008 (Dep. Ex. 677A, BCI-EX-00297576)
647	April 5, 2010 Declaration of Robert Martini (Dep. Ex. 696)
648	Excerpt of December 10, 2009 Hearing Transcript
649	March 11, 2010, Barclays's 2nd Supplemental Response to the Trustee's Second 30(b)(6) Notice
650	Handwritten Notes (Dep. Ex. 666) [CONFIDENTIAL]
651	November 14, 2008 8:05 pm email from A. Blackwell to K. McLaughlin re RE: PIM Update
652	OCC 074 Approximated Customer Split (spreadsheet) [CONFIDENTIAL]
653	September 21, 2008 3:31 pm email from E. Rosen to J. McDaniel, <i>et al.</i> , re Re: Understandings relating to the transfer of LBI's accounts at OCC (OCC-0036482) [CONFIDENTIAL]
654	September 19, 2008 10:09 am email from D. Gilberg to R. Wasserman, <i>et al.</i> , re Barclays Letter (Exhibit 659A)

BCI Exhibit No.	DESCRIPTION
655	15c3-3 Customer Protection – Reserves and Custody of Securities (Dep. Ex. 694)
656	Customer Protection – Reserves and Custody of Securities SEA Rule 15c3-3 (Dep. Ex. 695)
657	September 22, 2008 letter from Larry E. Thompson to John Rodefelf, <i>et al.</i> (HHR_00000979) <b>[CONFIDENTIAL]</b>
658	September 22, 2008 4:05 am email from A. Frelinghuysen to R. Clausen re Fw: Barclays Guaranty (HHR_00000977) <b>[CONFIDENTIAL]</b>
659	May 18, 2008 letter from M. Lee to M. Kelly, <i>et al.</i>
660	Summary of 9/12/08 GFS report (being created)
661	Summary of 9/15/08 GFS report (being created)
662	Summary of 9/16/08 GFS report (being created)
663	Summary of 9/17/08 GFS report (being created)
664	Summary of 9/18/08 GFS report (being created)
665	Summary of 9/19/08 GFS report (being created)
666	Summary of 9/22/08 GFS report (being created)
667	GFS report (including equities) for Sept. 16, 2008 (being generated)
668	GFS report (including equities) for Sept. 17, 2008 (being generated)
669	GFS report (including equities) for Sept. 18, 2008 (being generated)
670	GFS report (including equities) for Sept. 19, 2008 (being generated)
671	GFS report (including equities) for Sept. 22, 2008 (being generated)
672	September 17, 2008 email from J. Walker to M. Morton, <i>et al.</i> , re FW: LBI Balance Sheet Tieout (Dep. Ex. 394A)
673	Lehman Brothers Inc. Balance Sheet by GAAP Asset Type 9/12/2008 (spreadsheet)

<b>BCI Exhibit No.</b>	<b>DESCRIPTION</b>
674	October 8, 2008 Alvarez & Marsal Report to the Unsecured Creditors Committee of Lehman Brothers Holdings Inc. (WGM-Lehman-E 21409)
675	Sept. 29, 2008 3:52 pm email from A. Frelinghuysen to M. Witkin, et al., with attachment (Dep. Ex. 449)
676	December 13, 2008 1:57 pm email from H. Miller to M. Antoncic re Re: JPM re Petition (WGM-LEHMAN-E 0013746)
677	September 18, 2008 6:08 pm email from A. Krishnamurthy to M. Gelband
678	September 19, 2008 4:11 pm email from J. Seery to A. Kirk re Re: Just tried u
679	September 19, 2008 9:55 pm email from A. Kirk to J. Seery re Re: What's going on? (Dep. Ex. 319)
680	April 7, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
681	June 5, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
682	June 12, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
683	June 19, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
684	July 3, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
685	July 31, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
686	August 21, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
687	August 25, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
688	August 28, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
689	August 29, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement

<b>BCI Exhibit No.</b>	<b>DESCRIPTION</b>
690	September 2, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
691	September 5, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement
692	September 12, 2008 Options Clearing Corporation Clearing Fund Depository Receipt and Security Agreement